

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

SEARS HOLDING CORPORATION, *et al.*¹,

Debtors.

Chapter 11

Case No. 18-23538 (RDD)

(Jointly Administered)

**ORDER GRANTING MOTION OF GOKALDAS EXPORTS LTD. TO ALLOW
AND COMPEL PAYMENT OF ADMINISTRATIVE
EXPENSE CLAIMS UNDER 11 U.S.C. § 503(b)**

Upon the motion (the "Motion") of Gokaldas Exports Ltd. ("Gokaldas"), pursuant to sections 105(a) and 503(b) of title 11 of the United States Code, and the *Final Order Authorizing Debtors to (I) Pay Prepetition Claims of (A) Shippers, Warehousemen, and Other Non-Merchandise Lien Claimants and (B) Holders of PACA/PASA Claims, and (II) Confirm Administrative Expense Priority for Prepetition Orders Delivered to the Debtors Postpetition, and Satisfy Such Obligations in the Ordinary Course of Business* [Docket No. 843], for entry of an order (i) granting Gokaldas allowed administrative expense priority claims under 11 U.S.C. §

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

503(b)(1)(A) in the amount of \$563,085.39 with respect to Kmart Corporation and \$836,908.04 with respect to Sears, Roebuck & Co., on account of post-petition transactions evidenced by, among other things, the Invoices Due March 2019, and requiring the Debtors to promptly pay such administrative expense priority claims; (ii) granting Gokaldas allowed administrative expense claims under 11 U.S.C. § 503(b)(9) in the amount of \$12,709.20 with respect to Kmart Corporation and \$45,781.60 with respect to Sears, Roebuck & Co. on account of goods delivered within 20 days of the Petition Date, as set forth in Gokaldas's Kmart and Sears POCs; (iii) and requiring the Debtors to promptly pay such administrative expense priority claims; and the Court having jurisdiction to decide the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 (a) and (b) and 1334(b); and consideration of the Motion and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided and no further notice being required; and upon the Court's review of the Motion and all responses thereto; and upon the Court's determination that the legal and factual bases set forth in the Motion establish just cause for the relief requested therein; and after due deliberation and sufficient cause appearing therefore,

IT IS HEREBY ORDERED THAT:

1. The Motion is granted.
2. Gokaldas Exports Ltd. is granted administrative expense priority claims under 11 U.S.C. § 503(b)(1)(A) in the amount of \$563,085.39 with respect to Kmart Corporation and \$836,908.04 with respect to Sears, Roebuck & Co. for goods delivered post-petition to the Debtors. The Debtors are ordered to pay such administrative expense priority claims within seven (7) days after the entry of this Order.

3. Gokaldas Exports Ltd. is granted administrative expense priority claims under 11 U.S.C. § 503(b)(9) in the amount of \$12,709.20 with respect to Kmart Corporation and \$45,781.60 with respect to Sears, Roebuck & Co. on account of goods delivered within 20 days prior to the Petition Date. The Debtors are ordered to pay such administrative expense priority claims within seven (7) days after the entry of this Order.

4. The entry of this Order is without prejudice to Gokaldas Exports Ltd. to seek any appropriate damages against the Debtors relating to the aforementioned goods delivered to the Debtors post-petition.

5. The Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation and/or enforcement of this Order.

Dated: _____, 2019
White Plains, New York

THE HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE